



PIAGAM DIREKSI
CHARTER OF THE BOARD OF DIRECTORS

PT TBS ENERGI UTAMA TBK

BAB I PENDAHULUAN

A. PEMBUKAAN

Piagam Direksi adalah panduan bagi Direksi PT TBS Energi Utama Tbk (selanjutnya dalam dokumen ini disebut “TBS” atau “Perusahaan” atau “Perseroan”) yang menjelaskan tahapan aktivitas secara terstruktur, sistematis, mudah dipahami dan dapat dijalankan dengan konsisten, sehingga dapat menjadi acuan bagi Direksi dalam melaksanakan tugas masing-masing untuk mencapai Visi dan Misi Perseroan agar tercipta pengelolaan Perseroan secara profesional, transparan dan efisien.

Piagam Direksi disusun berdasarkan prinsip-prinsip hukum korporasi, peraturan perundang-undangan yang berlaku, ketentuan Anggaran Dasar, keputusan-keputusan serta arahan Rapat Umum Pemegang Saham, dan praktik-praktik terbaik (*best practices*) *Good Corporate Governance*.

Pelaksanaan Piagam Direksi merupakan salah satu bentuk komitmen dari Direksi dalam rangka mengimplementasikan prinsip-prinsip *Good Corporate Governance*.

CHAPTER I INTRODUCTION

A. OPENING

The Board of Directors Charter serves as a guideline for the Board of Directors of PT TBS Energi Utama Tbk (hereinafter referred to in this document as “TBS” or the “Company” or the “Corporation”) that outlines the stages of activities in a structured, systematic, easily understandable, and consistently executable manner, so that it may serve as a reference for the Board of Directors in carrying out their respective duties to achieve the Vision and Mission of the Company, thereby creating professional, transparent, and efficient management of the Company.

The Board of Directors Charter is prepared based on corporate law principles, prevailing laws and regulations, the provisions of the Articles of Association, resolutions and directives of the General Meeting of Shareholders (GMS), and best practices of *Good Corporate Governance*.

The implementation of the Board of Directors Charter is one form of commitment from the Board of Directors in the context of implementing the principles of *Good Corporate Governance*.



Ketentuan-ketentuan yang berlaku dalam Piagam Direksi ini harus selalu sesuai dengan peraturan perundang-undangan dan keputusan RUPS sebagai ketentuan yang lebih tinggi. Apabila terdapat ketentuan dalam Piagam Direksi yang bertentangan dengan ketentuan yang lebih tinggi, maka ketentuan dalam Piagam Direksi dinyatakan tidak berlaku dan yang berlaku adalah ketentuan yang lebih tinggi.

Sistematika penyajian Piagam Direksi TBS dimulai dengan Dasar Hukum berisikan ketentuan-ketentuan yang dijadikan dasar penyusunan tugas dan kewajiban masing masing Direksi, dilanjutkan uraian pokok-pokok tugas dan tanggung jawab Direksi, serta uraian beberapa prosedur yang berkaitan dengan tugas Direksi.

B. NILAI

Nilai yang ditanamkan oleh Perseroan adalah “bekerja dengan hati, bergerak dengan nurani”. Dengan penerapan nilai ini diharapkan segenap insan Perseroan dapat menjadi pribadi yang profesional yang mampu bekerja dengan hati serta berjalan sinergis dengan lingkungan dan

The provisions contained in this Board of Directors Charter must always be in accordance with the prevailing laws and regulations and resolutions of the GMS as the higher authority. In the event that any provision in this Board of Directors Charter is in conflict with higher provisions, such provision in the Board of Directors Charter shall be deemed invalid and the higher provisions shall prevail.

The structure of the presentation of the TBS Board of Directors Charter begins with the Legal Basis, containing the provisions that serve as the foundation for the formulation of duties and obligations of each member of the Board of Directors, followed by a description of the principal duties and responsibilities of the Board of Directors, as well as an outline of several procedures related to the duties of the Board of Directors.

B. VALUES

The values instilled by the Corporation are “working with heart, acting with conscience.” Through the implementation of this value, it is expected that all members of the Corporation may become professional individuals capable of working wholeheartedly, moving in synergy with the environment, and



mampu memberikan manfaat bagi masyarakat di masa depan.

providing meaningful contributions to society in the future.

BAB II DASAR HUKUM PIAGAM DIREKSI

CHAPTER II LEGAL BASIS OF THE CHARTER OF THE BOARD OF COMMISSIONERS

Penyusunan Piagam Direksi ini berpedoman pada:

The preparation of this Charter of the Board of Commissioners is based on the following:

1. Anggaran Dasar PT TBS Energi Utama Tbk.
2. Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas.
3. Peraturan Otoritas Jasa Keuangan Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.
4. Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
5. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

1. The Articles of Association of PT TBS Energi Utama Tbk.
2. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.
3. Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Planning and Implementation of General Meetings of Shareholders of Public Companies.
4. Financial Services Authority Regulation Number 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of Issuers or Public Companies.
5. Financial Services Authority Regulation Number 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.

- | | |
|---|--|
| <p>6. Peraturan Otoritas Jasa Keuangan Nomor 35/POJK.04/2014 tentang Sekretaris Perusahaan Emiten atau Perusahaan Publik.</p> <p>7. Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit.</p> <p>8. Peraturan Otoritas Jasa Keuangan Nomor 56/POJK.04/2015 tentang Pembentukan dan Pedoman Penyusunan Piagam Unit Audit Internal.</p> <p>9. Surat Edaran Otoritas Jasa Keuangan Nomor 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perusahaan Terbuka.</p> | <p>6. Financial Services Authority Regulation Number 35/POJK.04/2014 concerning the Corporate Secretary of Issuers or Public Companies.</p> <p>7. Financial Services Authority Regulation Number 55/POJK.04/2015 concerning the Establishment and Guidelines for the Implementation of the Audit Committee's Work.</p> <p>8. Financial Services Authority Regulation Number 56/POJK.04/2015 concerning the Establishment and Guidelines for the Preparation of the Internal Audit Unit Charter.</p> <p>9. Financial Services Authority Circular Letter Number 32/SEOJK.04/2015 concerning the Guidelines for the Governance of Public Companies.</p> |
|---|--|

**BAB III
STRUKTUR ORGANISASI
DIREKSI**

**CHAPTER III
ORGANIZATIONAL
STRUCTURE AND
MEMBERSHIP**

A. Persyaratan Dan Komposisi Direksi

A. Requirements and Composition of the Board of Directors

Persyaratan Direksi

Persyaratan Formal yaitu:

1. Tidak pernah dinyatakan pailit atau menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit.
2. Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/ atau yang berkaitan dengan sektor keuangan.
3. Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang:
 - a. Pernah tidak menyelenggarakan RUPS Tahunan selama menjabat.
 - b. Pertanggungjawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS.
 - c. Pernah menyebabkan perusahaan yang memperoleh izin,

Requirements for the Board of Directors

Formal Requirements:

1. Has never been declared bankrupt or served as a member of the Board of Directors and/or Board of Commissioners found guilty of causing a company to be declared bankrupt.
2. Has never been convicted of a criminal offense that caused financial loss to the state and/or is related to the financial sector.
3. Has never served as a member of the Board of Directors and/or Board of Commissioners who:
 - a. Failed to convene the Annual GMS during their term of office.
 - b. Whose accountability as a member of the Board of Directors and/or Board of Commissioners was not accepted by the GMS or who failed to submit accountability as a member of the Board of Directors and/or Board of Commissioners to the GMS.
 - c. Has caused a company holding a license, approval, or registration

persetujuan atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan.

from the Financial Services Authority to fail in fulfilling the obligation to submit annual reports and/or financial statements to the Financial Services Authority.

Persyaratan Materil yaitu:

1. Mempunyai akhlak, moral dan integritas yang baik serta cakap melakukan perbuatan hukum.
2. Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Perseroan.
3. Memiliki komitmen untuk mematuhi peraturan perundang-undangan.
4. Berdedikasi tinggi untuk memajukan dan mengembangkan Perusahaan.
5. Memiliki dedikasi dan menyediakan waktu sepenuhnya untuk melakukan tugasnya.
6. Sehat jasmani dan rohani.

Komposisi Direksi

1. Komposisi Direksi Perseroan disesuaikan dengan kompleksitas bisnis perusahaan dan struktur organisasi sehingga memungkinkan pengambilan keputusan yang efektif, tepat

Material Requirements:

1. Possesses good character, morals, and integrity and is legally competent to perform legal acts.
2. Has knowledge and/or expertise in fields required by the Company.
3. Has a commitment to comply with laws and regulations.
4. Is highly dedicated to advancing and developing the Company.
5. Has dedication and is willing to allocate full time to carry out their duties.
6. Is physically and mentally healthy.

Composition of the Board of Directors

1. The composition of the Company's Board of Directors shall be adjusted to the complexity of the Company's business and organizational structure to

dan cepat dalam rangka pencapaian tujuan-tujuan perusahaan.

2. Jumlah anggota Direksi sekurang kurangnya adalah 2 (dua), yang terdiri dari seorang Direktur Utama dan anggota Direksi.

B. Masa Jabatan Direksi

1. Masa jabatan anggota Direksi yang ditetapkan dalam RUPS tidak boleh lebih dari 5 (lima) tahun atau terhitung sejak tanggal pengangkatan yang ditetapkan oleh RUPS, dan berakhir penutupan RUPS Tahunan yang ke-5 (lima) setelah tanggal pengangkatannya, namun tidak mengurangi hak dari RUPS untuk sewaktu-waktu dapat memberhentikan para anggota Direksi sebelum masa jabatannya berakhir.
2. Ketentuan mengenai berakhirnya masa jabatan Direksi mengacu pada ketentuan Anggaran Dasar Perseroan dan peraturan yang berlaku.

C. Program Pengenalan Direksi

enable effective, accurate, and prompt decision-making in achieving the Company's objectives.

2. The number of members of the Board of Directors shall be at least two (2), consisting of one President Director and other members of the Board of Directors.

B. Term of Office of the Board of Directors

1. The term of office of members of the Board of Directors as determined by the GMS shall not exceed five (5) years, calculated from the date of appointment as stipulated by the GMS, and shall end at the close of the fifth Annual GMS following the date of their appointment; however, this does not limit the right of the GMS to dismiss members of the Board of Directors at any time prior to the end of their term of office.
2. The provisions regarding the expiration of the term of office of the Board of Directors shall refer to the provisions of the Company's Articles of Association and applicable regulations.

C. Induction Program for the

1. Anggota Direksi yang baru diangkat wajib mengikuti Program Pengenalan agar dapat memahami tugas dan tanggung jawab sebagai Anggota Direksi, proses bisnis Perseroan, serta dapat bekerja selaras dengan Organ Perseroan lainnya.
2. Penyelenggaraan Program Pengenalan merupakan tanggung jawab Sekretaris Perusahaan.
3. Program Pengenalan bagi Anggota Direksi yang baru diangkat sekurang-kurangnya mencakup:
 - a. Pelaksanaan prinsip-prinsip GCG oleh Perseroan;
 - b. Keterangan mengenai tugas dan tanggung jawab Direksi dan Dewan Komisaris (*Fiduciary Duty*).
 - c. Gambaran umum mengenai Perseroan berkaitan dengan Visi, Misi, Nilai Perusahaan, sifat dan lingkup kegiatan, kinerja keuangan dan operasi,

Board of Directors

1. Newly appointed members of the Board of Directors are required to participate in an Induction Program in order to understand their duties and responsibilities as members of the Board of Directors, gain insight into the Company's business processes, and be able to work in harmony with other Corporate Organs.
2. The implementation of the Orientation Program is the responsibility of the Corporate Secretary.
3. The Induction Program for newly appointed members of the Board of Directors shall at a minimum include:
 - a. The implementation of Good Corporate Governance (GCG) principles by the Company;
 - b. Information regarding the duties and responsibilities of the Board of Directors and the Board of Commissioners (*Fiduciary Duty*);
 - c. A general overview of the Company concerning its Vision, Mission, Corporate Values, nature and scope of activities, financial and

strategi, rencana jangka pendek dan jangka panjang, tingkat risiko, posisi kompetitif, dan berbagai masalah strategis lainnya;

- d. Keterangan mengenai tugas, wewenang, tanggung jawab dan hak- hak Direksi serta keterangan yang berkaitan audit Internal dan eksternal, sistem dan kebijakan pengendalian Internal, termasuk Komite Audit;

4. Program Pengenalan dapat berupa presentasi, pertemuan, kunjungan ke kantor unit kerja/ proyek, atau program lainnya yang dianggap sesuai dengan kebutuhan.

D. Program Pendidikan dan Pelatihan Direksi

1. Direksi menyusun program pelatihan/ seminar yang akan diikuti dan memasukkan perkiraan anggaran yang dibutuhkan dalam Rencana Kerja Tahunan Perseroan.
2. Direksi diharapkan dapat berbagi informasi dan pengetahuan (*sharing*)

operational performance, strategies, short- and long-term plans, risk level, competitive position, and other strategic issues;

- d. Information on the duties, authorities, responsibilities, and rights of the Board of Directors as well as information related to internal and external audits, internal control systems and policies, including the Audit Committee.

4. The Induction Program may take the form of presentations, meetings, site visits to work units/projects, or other programs deemed appropriate according to the needs.

D. Education and Training Program for the Board of Directors

1. The Board of Directors shall prepare a training/seminar program to be attended and include the estimated budget required in the Company's Annual Work Plan.
2. Members of the Board of Directors are expected to share information and

knowledge) kepada Direksi lainnya, dari program pendidikan dan pelatihan yang telah diikutinya.

BAB IV TUGAS, KEWAJIBAN DAN WEWENANG DIREKSI

Direksi bekerja pada waktu kerja yang wajar selama hari-hari di luar hari yang telah ditetapkan oleh pemerintah sebagai hari libur nasional.

A. Tugas Direksi

1. Direksi bertanggung jawab penuh dalam melaksanakan tugasnya untuk kepentingan Perseroan dan sesuai dengan maksud dan tujuan Perseroan.
2. Memimpin, mengurus, dan mengendalikan Perseroan sesuai dengan tujuan Perseroan dan senantiasa berusaha meningkatkan efisiensi dan efektivitas Perseroan
3. Memberikan laporan dan pertanggungjawaban mengenai keadaan dan jalannya perusahaan sebagaimana yang dimuat

knowledge with other members of the Board of Directors from the education and training programs they have participated in.

CHAPTER IV DUTIES, OBLIGATIONS, AND AUTHORITIES OF THE BOARD OF DIRECTORS

The Board of Directors performs its duties during reasonable working hours on days that are not designated by the government as national holidays.

A. Duties of the Board of Directors

1. The Board of Directors is fully responsible for performing its duties in the best interest of the Company and in accordance with the Company's purposes and objectives.
2. To lead, manage, and control the Company in accordance with its objectives and to continuously strive to improve the Company's efficiency and effectiveness.
3. To provide reports and accountability regarding the condition and operations of the Company as set forth in the Company's annual

- dalam laporan tahunan dan laporan keuangan Perseroan
4. Menyelenggarakan RUPS Tahunan dan atau RUPS Luar Biasa sesuai ketentuan anggaran dasar Perseroan dan peraturan yang berlaku
 5. Melaporkan aktivitas Direksi dan performa Perusahaan pada setiap tahun fiskal wajib tertera dalam Laporan Tahunan Perusahaan dan diajukan kepada Dewan Komisaris dan RUPS untuk disetujui
 6. Menyusun menetapkan visi, misi, tujuan, sasaran dan strategi Perusahaan
 7. Menyusun Rencana Kerja Tahunan (RKT) untuk setiap tahun buku disertai perincian anggaran yang selanjutnya disetujui dan disahkan oleh Dewan Komisaris
 8. Direksi harus menetapkan kebijakan Sistem Pengendalian *Intern* yang efektif untuk mengamankan investasi dan aset Perusahaan
 9. Direksi menerapkan manajemen risiko dan melaksanakan secara konsisten.
 10. Dalam penyusunan Laporan
- report and financial statements.
 4. To convene the Annual GMS and/or Extraordinary GMS in accordance with the provisions of the Company's Articles of Association and applicable regulations.
 5. To report the activities of the Board of Directors and the performance of the Company for each fiscal year, which must be included in the Company's Annual Report and submitted to the Board of Commissioners and the GMS for approval.
 6. To formulate and establish the Company's vision, mission, objectives, targets, and strategies.
 7. To prepare the Annual Work Plan for each financial year along with a detailed budget, which shall subsequently be approved and ratified by the Board of Commissioners.
 8. The Board of Directors must establish an effective Internal Control System policy to safeguard the Company's investments and assets.
 9. The Board of Directors must implement and consistently execute risk management.
 10. In the preparation of

Kuangan Berkala wajib mengikuti ketentuan Standar Akuntansi Keuangan serta peraturan yang berlaku

11. Direksi wajib menyusun dan menyediakan serta mengumumkan Laporan Tahunan Perseroan sesuai dengan ketentuan yang berlaku
12. Membuat daftar pemegang saham, daftar khusus, risalah RUPS, dan risalah rapat Direksi, membuat Laporan Tahunan serta dokumen perusahaan lainnya sesuai ketentuan yang berlaku.

B. Kewajiban Direksi

1. Mempekerjakan, menetapkan besarnya gaji, memberikan pelatihan, menetapkan jenjang karir, serta menentukan persyaratan kerja lainnya, tanpa memperhatikan latar belakang etnik, agama, jenis kelamin, usia, cacat tubuh yang dipunyai seseorang, atau keadaan khusus lainnya yang dilindungi oleh peraturan perundang-undangan.
2. Menyediakan lingkungan kerja yang bebas dari segala bentuk tekanan (pelecehan)

Periodic Financial Statements, must comply with Financial Accounting Standards and applicable regulations.

11. The Board of Directors must prepare, provide, and publish the Company's Annual Report in accordance with the prevailing regulations.
12. To maintain the register of shareholders, special register, minutes of the GMS, and minutes of meetings of the Board of Directors, and to prepare the Annual Report and other corporate documents in accordance with the applicable provisions.

B. Obligations of the Board of Directors

1. To employ, determine salaries, provide training, establish career paths, and define other terms of employment without regard to a person's ethnic background, religion, gender, age, physical disability, or other special conditions protected by law.
2. To provide a work environment free from all forms of harassment that

yang mungkin timbul antara lain sebagai akibat perbedaan latar belakang kebudayaan.

3. Memastikan bahwa aset dan lokasi usaha serta fasilitas Perseroan lainnya, memenuhi peraturan perundang-undangan berkenaan dengan kesehatan dan keselamatan kerja serta pelestarian lingkungan.
4. Menerapkan tata kelola perusahaan secara konsisten dan berkelanjutan dengan berpedoman peraturan yang berlaku dengan tetap memperhatikan ketentuan dan peraturan yang berlaku serta Anggaran Dasar Perseroan.
5. Menyampaikan informasi mengenai rangkap jabatan di perusahaan lainnya (jika ada).
6. Melaporkan kepada Perseroan mengenai kepemilikan sahamnya dan/atau keluarganya (istri/suami dan anak-anaknya) Perseroan yang bersangkutan dan perusahaan lain, termasuk setiap perubahannya.

C. Wewenang Direksi

1. Menetapkan kebijakan yang dipandang tepat dalam

may arise, among others, as a result of differences in cultural background.

3. Ensure that the Company's assets, business premises, and other facilities comply with laws and regulations concerning occupational health and safety as well as environmental sustainability.
4. To consistently and sustainably implement corporate governance by adhering to applicable laws and regulations, while also taking into account the provisions of the prevailing laws and regulations as well as the Company's Articles of Association.
5. To disclose information regarding concurrent positions held in other companies (if any).
6. To report to the Company the ownership of shares by the member of the Board of Directors and/or their family (spouse and children) in the Company concerned and in other companies, including any changes thereto.

C. Authorities of the Board of Directors

1. To determine policies deemed appropriate for the

kepengurusan Perseroan.

2. Mengatur penyerahan kekuasaan Direksi untuk mewakili Perseroan di dalam dan di luar Pengadilan kepada seorang atau beberapa orang yang khusus ditunjuk untuk itu termasuk pekerja Perseroan baik sendiri-sendiri maupun bersama-sama dan/atau badan lain.
3. Mengatur ketentuan tentang pekerja Perseroan termasuk penetapan upah, pensiun, atau jaminan hari tua dan penghasilan lain bagi pekerja Perseroan berdasarkan peraturan perundang-undangan yang berlaku.
4. Mengangkat dan memberhentikan pekerja Perseroan berdasarkan peraturan ketenagakerjaan Perseroan dan peraturan perundang-undangan.
5. Mengangkat dan memberhentikan Sekretaris Perusahaan dan/atau Kepala Unit Audit Internal sesuai ketentuan yang berlaku.
6. Melakukan segala tindakan - tindakan dan perbuatan lainnya mengenai pengurusan maupun pemilikan kekayaan Perseroan, mengikat Perseroan dengan pihak lain dan/atau pihak lain dengan management of the Company.
2. To regulate the delegation of authority of the Board of Directors to represent the Company inside and outside the Courts to one or more specifically appointed individuals, including the Company's employees, either individually or jointly, and/or other entities.
3. To establish provisions concerning Company employees, including the determination of wages, pensions, retirement benefits, or other income for Company employees, in accordance with applicable laws and regulations.
4. To appoint and dismiss Company employees pursuant to the Company's employment regulations and the prevailing laws and regulations.
5. To appoint and dismiss the Corporate Secretary and/or Head of the Internal Audit Unit in accordance with applicable regulations.
6. To carry out any and all actions and activities related to the management and ownership of the Company's assets, to bind the Company to other parties and/or bind other parties to the Company,

Perseroan, serta mewakili Perseroan di dalam dan di luar Pengadilan tentang segala hal dan segala kejadian, dengan pembatasan sebagaimana diatur dalam peraturan perundang-undangan, Anggaran Dasar dan atau keputusan RUPS.

BAB V HAK DIREKSI

1. Mendapatkan gaji berikut fasilitas dan/ atau tunjangan lainnya termasuk tantiem yang jumlahnya ditentukan oleh RUPS dan wewenang tersebut dapat dilimpahkan kepada Dewan Komisaris.
2. Mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir dengan menyampaikan permohonan pengunduran diri secara tertulis mengenai maksudnya tersebut kepada Perseroan sesuai dengan ketentuan anggaran dasar Perseroan dan peraturan yang berlaku.

BAB VI PRINSIP-PRINSIP PENGAMBILAN KEPUTUSAN DIREKSI

Prinsip-prinsip pengambilan keputusan Direksi dalam pengurusan Perseroan adalah

and to represent the Company both in and out of Court in all matters and events, subject to the limitations as set forth in the applicable laws and regulations, the Articles of Association, and/or resolutions of the GMS.

CHAPTER V RIGHTS OF THE BOARD OF DIRECTORS

1. To receive salary along with facilities and/or other benefits including tantiem, the amount of which shall be determined by the GMS, with such authority being delegable to the Board of Commissioners.
2. To resign from their position prior to the expiration of their term by submitting a written resignation request to the Company in accordance with the provisions of the Company's Articles of Association and applicable laws and regulations.

CHAPTER VI PRINCIPLES OF DECISION- MAKING BY THE BOARD OF DIRECTORS

The principles of decision-making by the Board of Directors in the management of the Company are

sebagai berikut:

1. Setiap Anggota Direksi bertanggung jawab atas keputusan Direksi.
2. Setiap Anggota Direksi terlibat dalam proses pengambilan keputusan Direksi.
3. Setiap kebijakan pengelolaan perusahaan yang belum memiliki standar baku, harus diatur dalam suatu kebijakan khusus yang ditetapkan oleh Direksi.
4. Dalam menetapkan kebijakan terhadap suatu permasalahan, setiap Anggota Direksi wajib mempertimbangkan prinsip-prinsip sebagai berikut:
 - a. Itikad baik
 - b. Pertimbangan rasional dan informasi yang cukup
 - c. Investigasi terhadap permasalahan serta berbagai kemungkinan pemecahan
 - d. Dibuat berdasarkan pertimbangan semata-mata untuk kepentingan Perseroan
5. Dalam menjalankan kewajiban sehari-hari, Direksi senantiasa mempertimbangkan kesesuaian tindakan dengan rencana dan tujuan Perseroan.

as follows:

1. Each member of the Board of Directors is accountable for the decisions made by the Board of Directors.
2. Each member of the Board of Directors is involved in the decision-making process of the Board of Directors.
3. Any corporate management policy that does not yet have a standardized guideline must be regulated through a specific policy established by the Board of Directors.
4. In determining a policy on a particular issue, each member of the Board of Directors must take into account the following principles:
 - a. Good faith
 - b. Rational judgment and adequate information
 - c. Investigation into the issue and consideration of various possible solutions
 - d. Decision-making based solely on the interests of the Company
5. In performing its daily duties, the Board of Directors shall consistently consider the alignment of its actions with the Company's plans and objectives.

BAB VII RAPAT DIREKSI DAN PELAPORAN

A. Jenis dan Jadwal Rapat

1. Rapat Direksi terdiri dari (i) Rapat Direksi dan (ii) Rapat Gabungan Dewan Komisaris dan Direksi (“Rapat Direksi”).
2. Direksi wajib mengadakan Rapat Direksi paling kurang 1 kali dalam setiap bulan.
3. Direksi wajib mengadakan Rapat Gabungan Dewan Komisaris dan Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
4. Dalam hal kehadiran Rapat Direksi, seluruh anggota Direksi diharapkan hadir dalam setiap Rapat Direksi. Apabila berhalangan, seorang anggota Direksi dapat diwakili dalam rapat Direksi hanya oleh anggota Direksi lainnya berdasarkan surat kuasa dan seorang Direksi hanya dapat mewakili satu orang Direksi lainnya.

CHAPTER VII MEETINGS AND REPORTING

A. Types and Schedule of Meetings

1. Meetings of the Board of Directors consist of: (i) Board of Directors Meetings and (ii) Joint Meetings of the Board of Commissioners and the Board of Directors (“Board Meetings”).
2. The Board of Directors is required to hold a Board Meeting at least once every month.
3. The Board of Directors is required to hold a Joint Meeting with the Board of Commissioners and the Board of Directors periodically, at least once every four (4) months.
4. With respect to attendance at Board Meetings, all members of the Board of Directors are expected to attend each meeting. If unable to attend, a member of the Board of Directors may be represented in the meeting only by another member of the Board of Directors by way of a power of attorney, and one member of the Board may

5. Rapat Direksi dapat juga diadakan setiap waktu apabila dipandang perlu atas permintaan seorang atau lebih anggota Direksi atau atas permintaan dari Dewan Komisaris dengan menyebutkan hal-hal yang akan dibicarakan.
6. Keputusan-keputusan yang mengikat dapat juga ditetapkan tanpa mengadakan Rapat Direksi, dengan ketentuan semua anggota Direksi telah diberitahu secara tertulis mengenai usul keputusan yang dimaksud dan semua anggota Direksi memberikan persetujuan mengenai usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Direksi.

B. Pelaksanaan Rapat

Teknis pelaksanaan Rapat Direksi dan Rapat Gabungan Dewan Komisaris dan Direksi, termasuk namun tidak terbatas pada tempat rapat, pemanggilan rapat, pimpinan rapat dan kuorum rapat, dilaksanakan sesuai

only represent one other member.

5. A Board Meeting may also be convened at any time if deemed necessary at the request of one or more members of the Board of Directors or at the request of the Board of Commissioners, stating the matters to be discussed.
6. Binding decisions may also be adopted without holding a physical Board Meeting, provided that all members of the Board of Directors have been notified in writing of the proposed resolution and have given their written approval and signed such approval. A resolution adopted in this manner shall have equal legal force to one adopted through a duly convened Board Meeting.

B. Meeting Procedures

The technical implementation of Board Meetings and Joint Meetings with the Board of Commissioners and the Board of Directors, including but not limited to the meeting venue, meeting notice, chairperson of the meeting, and quorum, shall be carried out in



ketentuan Anggaran Dasar Perseroan.

C. Risalah Rapat

1. Hasil Rapat Direksi wajib dituangkan dalam Risalah Rapat. Risalah Rapat harus dibuat oleh seorang yang hadir dalam Rapat Direksi serta ditandatangani oleh seluruh anggota Direksi yang hadir dan disampaikan kepada seluruh anggota Direksi.
2. Dalam hal terdapat anggota Direksi yang tidak menandatangani hasil Rapat Direksi, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan Risalah Rapat Direksi.
3. Risalah Rapat wajib didokumentasikan oleh Perseroan.
4. Ketentuan lain mengenai Risalah Rapat wajib mengacu pada Anggaran Dasar Perseroan.

D. Rapat Melalui Sarana Video Telekonferensi atau Sarana Elektronik lainnya

Dalam hal anggota Direksi tidak dapat menghadiri rapat secara

accordance with the Company's Articles of Association.

C. Minutes of Meeting

1. The results of Board Meeting must be documented in Minutes of Meeting. The Minutes of Meeting must be prepared by a person present at the Board Meeting and signed by all members of the Board of Directors in attendance and then distributed to all members of the Board of Directors.
2. In the event that any member of the Board of Directors does not sign the Minutes of Meeting, such member must state their reason in writing in a separate letter attached to the Minutes of Meeting.
3. The Company must ensure proper documentation of the Minutes of Meeting.
4. Other provisions regarding the Minutes of Meeting shall refer to the Company's Articles of Association.

D. Meetings via Video Teleconference or Other Electronic Media

In the event that a member of the Board of Directors is

fisik, maka anggota Direksi dapat menghadiri rapat dengan melalui media telekonferensi, video konferensi, atau sarana media elektronik lainnya, sesuai dengan ketentuan yang berlaku.

E. PELAPORAN

Laporan aktivitas Direksi dan performa Perusahaan pada setiap tahun fiscal wajib tertera dalam Laporan Tahunan Perusahaan dan diajukan kepada Dewan Komisaris dan Rapat Umum Pemegang Saham untuk disetujui.

BAB VIII SEKRETARIS PERUSAHAAN

Direksi wajib menyelenggarakan fungsi Sekretaris Perusahaan. Sekretaris Perusahaan diangkat dan diberhentikan berdasarkan Keputusan Direksi, dengan tugas sebagai berikut:

1. Mengikuti perkembangan Pasar Modal khususnya peraturan-peraturan yang berlaku di bidang Pasar Modal;
2. Memberikan masukan kepada Direksi dan Dewan Komisaris untuk mematuhi ketentuan peraturan perundang-undangan di bidang Pasar Modal;

unable to attend a meeting in person, such member may attend the meeting through teleconference, videoconference, or other electronic means, in accordance with applicable regulations.

E. REPORTING

The report on the activities of the Board of Directors and the performance of the Company for each fiscal year must be included in the Company's Annual Report and submitted to the Board of Commissioners and the GMS for approval.

CHAPTER VIII CORPORATE SECRETARY

The Board of Directors must establish the Corporate Secretary function. The Corporate Secretary is appointed and dismissed based on a resolution of the Board of Directors, with the following duties:

1. Monitoring developments in the Capital Market, particularly regulations applicable in the Capital Market sector;
2. Providing input to the Board of Directors and Board of Commissioners to ensure compliance with the prevailing laws and regulations in the Capital Market sector;

3. Membantu Direksi dan Dewan Komisaris dalam pelaksanaan tata kelola perusahaan yang meliputi:
 - a. keterbukaan informasi kepada masyarakat, termasuk ketersediaan informasi pada Situs Web Perusahaan ;
 - b. penyampaian laporan kepada Otoritas Jasa Keuangan dan regulator pasar modal lainnya tepat waktu;
 - c. penyelenggaraan dan dokumentasi RUPS;
 - d. penyelenggaraan dan dokumentasi rapat Direksi dan/atau Dewan Komisaris;
 - e. pelaksanaan program orientasi terhadap perusahaan bagi Direksi dan Dewan Komisaris.
 4. Sebagai penghubung (*liaison officer*) antara Perusahaan dengan pemegang saham Perusahaan, Otoritas Jasa Keuangan, regulator pasar modal lainnya serta pemangku kepentingan lainnya.
3. Assisting the Board of Directors and Board of Commissioners in implementing corporate governance, which includes:
 - a. Disclosure of information to the public, including the availability of information on the Company's Website;
 - b. Timely submission of reports to the Financial Services Authority (OJK) and other capital market regulators;
 - c. Organizing and documenting GMS;
 - d. Organizing and documenting meetings of the Board of Directors and/or the Board of Commissioners;
 - e. Implementing induction programs regarding the company for the Board of Directors and the Board of Commissioners;
 4. Acting as a liaison officer between the Company and its shareholders, the Financial Services Authority, other capital market regulators, and other stakeholders.

BAB IX ETIKA JABATAN

Dalam melaksanakan tugas dan fungsinya Direksi harus selalu melandasi diri dengan etika jabatan. Etika jabatan Direksi adalah sebagai berikut:

1. Anggota Direksi dilarang melakukan tindakan yang mempunyai benturan kepentingan (*conflict of interest*) dan mengambil keuntungan pribadi, dari pengambilan keputusan dan/atau pelaksanaan kegiatan Perusahaan, selain penghasilan yang sah.
2. Anggota Direksi wajib melaporkan kepada Perusahaan mengenai kepemilikan sahamnya dan atau keluarganya Perusahaan tersebut dan Perusahaan lain termasuk setiap perubahannya.
3. Anggota Direksi wajib melakukan pengungkapan dalam hal terjadi benturan kepentingan, dan anggota Direksi yang bersangkutan tidak boleh melibatkan diri dalam proses pengambilan keputusan Direksi yang berkaitan dengan hal tersebut.
4. Dalam melaksanakan tugas dan fungsinya, setiap anggota Direksi harus:
 - a. Mematuhi Anggaran Dasar dan peraturan perundang-undangan serta prinsip-prinsip

CHAPTER IX CODE OF ETHICS

In carrying out their duties and functions, the Board of Directors must always be guided by a professional code of ethics. The code of ethics for the Board of Directors is as follows:

1. Members of the Board of Directors are prohibited from engaging in actions that involve conflicts of interest and from deriving personal gain from company decisions and/or implementation of Company's activities, except for legitimate income.
2. Members of the Board of Directors must report to the Company regarding their share ownership and/or that of their family in the Company and in other companies, including any changes thereof.
3. Members of the Board of Directors are required to make disclosures in the event of a conflict of interest, and the relevant member of the Board of Directors may not involve in the Board of Directors' decision-making process relating to such matter.
4. In carrying out their duties and functions, each member of the Board of Directors must:
 - a. Comply with the Articles of Association and applicable laws and regulations, as

profesionalisme, efisiensi, transparansi, kemandirian, akuntabilitas, pertanggung jawaban, serta kewajaran.

- b. Beritikad baik, penuh kehati-hatian dan bertanggung jawab dalam menjalankan tugas dan tanggung jawabnya untuk kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan.

BAB X HUBUNGAN KERJA DENGAN DEWAN KOMISARIS

Hubungan kerja yang baik antara Direksi dengan Dewan Komisaris merupakan salah satu hal yang sangat penting agar masing-masing organ Perusahaan dapat bekerja sesuai fungsinya dengan efektif dan efisien. Direksi bertugas menjalankan kegiatan operasional Perusahaan dan Dewan Komisaris bertugas mengawasi pelaksanaan kegiatan yang dilakukan Direksi tersebut. Untuk itu, dalam menjaga hubungan kerja yang baik antara Dewan Komisaris dan Direksi harus menerapkan prinsip-prinsip sebagai berikut:

well as uphold the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness;

- b. Act in good faith, exercise due care, and be fully responsible in performing their duties and responsibilities for the benefit of the Company and in accordance with the Company's purposes and objectives.

CHAPTER X WORKING RELATIONSHIP WITH THE BOARD OF COMMISSIONERS

A good working relationship between the Board of Directors and the Board of Commissioners is essential to ensure that each corporate organ can function effectively and efficiently. The Board of Directors is responsible for running the Company's operations and the Board of Commissioners oversees and supervises the implementation of those operations by the Board of Directors. Therefore, to maintain a sound working relationship between the Board of Commissioners and the Board of Directors, the following principles must be applied:

1. Dewan Komisaris menghormati fungsi dan peran Direksi dalam mengurus Perusahaan sebagaimana telah diatur dalam peraturan perundang undangan.
 2. Direksi menghormati fungsi dan peran Dewan Komisaris dalam melakukan pengawasan dan pemberian nasihat terhadap kebijakan pengurusan Perusahaan.
 3. Untuk menjaga independensi masing-masing organ Perusahaan, setiap hubungan kerja antara Dewan Komisaris dan Direksi merupakan hubungan yang bersifat formal, dalam arti harus senantiasa dilandasi oleh suatu mekanisme baku atau korespondensi yang dapat dipertanggungjawabkan.
 4. Hubungan yang bersifat informal dapat dilakukan oleh masing-masing anggota Dewan Komisaris dan anggota Direksi, namun tidak dapat dipakai sebagai kebijakan formal sebelum melalui mekanisme atau korespondensi yang dapat dipertanggungjawabkan.
 5. Setiap hubungan kerja antara Dewan Komisaris dan Direksi merupakan hubungan kelembagaan dalam arti bahwa Dewan Komisaris dan Direksi sebagai jabatan kolektif yang merepresentasikan keseluruhan anggotanya sehingga setiap hubungan kerja antara anggota Dewan Komisaris dan anggota
1. The Board of Commissioners shall respect the functions and roles of the Board of Directors in managing the Company, as stipulated by applicable laws and regulations.
 2. The Board of Directors shall respect the functions and roles of the Board of Commissioners in supervising and providing advice on corporate management policies.
 3. To maintain the independence of each corporate organ, every working relationship between the Board of Commissioners and the Board of Directors must be formal in nature, meaning it should always be based on accountable mechanisms or correspondence.
 4. Informal relationships between individual members of the Board of Commissioners and the Board of Directors are allowed but cannot serve as formal company policy unless formalized through accountable mechanisms or correspondence.
 5. All working relationships between the Board of Commissioners and the Board of Directors are institutional in nature, meaning that both bodies represent their members collectively, therefore, any interaction between members of the Board of Commissioners and

Direksi harus diketahui oleh anggota Dewan Komisaris dan anggota Direksi lainnya.

6. Anggota Dewan Komisaris baik secara sendiri-sendiri maupun kolegial dapat memperoleh akses informasi yang berhubungan dengan pengelolaan Perusahaan termasuk tetapi tidak terbatas informasi mengenai Anak Perusahaan.
7. Dalam hal permintaan informasi oleh Dewan Komisaris menyangkut Perusahaan Anak maka permintaan tersebut disalurkan melalui Direksi Perusahaan. Merupakan wewenang Direksi Perusahaan untuk meminta informasi tersebut dari Anak Perusahaan dengan kewenangannya sebagai Pemegang Saham.
8. Dewan Komisaris bersama-sama Direksi Perusahaan secara periodik melakukan rapat koordinasi dan konsultasi dalam rangka membahas berbagai permasalahan yang menyangkut Perusahaan yang dituang dalam Risalah Rapat.
9. Semua rapat koordinasi Direksi dan Dewan Komisaris dipimpin oleh Komisaris Utama. Dalam hal Komisaris Utama tidak hadir atau berhalangan, rapat dipimpin oleh anggota Dewan Komisaris yang ditentukan oleh anggota Dewan Komisaris yang hadir.

the Board of Directors must be known to the other members of both boards.

6. Members of the Board of Commissioners, either individually or collegially, may access information related to the Company's management, including but not limited to information on Subsidiaries.
7. If the information requested by the Board of Commissioners concerns a Subsidiary, the request must be channelled through the Company's Board of Directors. The Company's Board of Directors has the authority to request such information from the Subsidiary in its capacity as a Shareholder.
8. The Board of Commissioners and the Board of Directors shall periodically hold coordination and consultation meetings to discuss various issues concerning the Company, which shall be documented in Meeting Minutes.
9. All coordination meetings between the Board of Directors and the Board of Commissioners shall be chaired by the President Commissioner. In the absence or inability of the President Commissioner to attend, the meeting shall be chaired by a Commissioner designated by

10. Keputusan rapat koordinasi Direksi dan Dewan Komisaris merupakan sesuatu yang mengikat bagi semua peserta rapat.

BAB XI BENTURAN KEPENTINGAN

Benturan kepentingan Direksi adalah suatu kondisi tertentu dimana kepentingan individual anggota Direksi berpotensi untuk bertentangan dengan kepentingan Perusahaan untuk meraih laba, meningkatkan nilai perusahaan, mencapai visi dan menjalankan misi Perusahaan serta melaksanakan keputusan RUPS.

Beberapa prinsip yang dianut Perusahaan untuk mencegah terjadinya benturan kepentingan dan implikasi lanjutan yang sering ditimbulkannya antara lain adalah sebagai berikut:

1. Direksi selalu menghindari adanya benturan kepentingan di dalam melaksanakan tugasnya. Direksi tidak akan memanfaatkan jabatan untuk kepentingan pribadi atau untuk kepentingan orang atau pihak lain yang terkait.

the attending members of the Board of Commissioners.

10. The decisions of the coordination meetings between the Board of Directors and the Board of Commissioners are binding on all participants of the meeting.

CHAPTER XI CONFLICT OF INTEREST

A conflict of interest for the Board of Directors refers to a specific condition in which the personal interests of an individual member of the Board of Directors have the potential to conflict with the interests of the Company in generating profit, enhancing corporate value, achieving its vision, fulfilling the Company's mission, and implementing GMS resolutions.

Some of the principles adopted by the Company to prevent conflicts of interest and the subsequent implications that often arise include the following:

1. The Board of Directors shall always avoid any conflict of interest in the performance of its duties. Members of the Board of Directors must not use their positions for personal gain or for the benefit of any related person or party.



2. Direksi harus menghindari setiap aktivitas yang dapat mempengaruhi independensinya dalam tugas dan kewajibannya di Perusahaan.
 3. Direksi berkewajiban mengisi Daftar Khusus yang berisikan kepemilikan sahamnya dan/atau keluarganya perusahaan lain.
 4. Apabila terjadi benturan kepentingan, maka harus diungkapkan, dan Direksi yang bersangkutan tidak boleh melibatkan diri dalam proses pengambilan keputusan Perusahaan.
2. The Board of Directors must avoid any activity that may affect their independence in carrying out their supervisory duties for the Company.
 3. The Board of Directors is obliged to complete a Special Register containing information on their share ownership and/or that of their family members in other companies.
 4. In the event of a conflict of interest, it must be disclosed, and the member of the Board of Directors concerned must refrain from participating in the Company's decision-making process related to the matter.

BAB XII PENUTUP

Piagam Direksi ini berlaku efektif sejak tanggal 16 Desember 2020 dan secara berkala akan dievaluasi untuk penyempurnaan.

CHAPTER XII CLOSING

This Charter of the Board of Directors shall become effective as of 16 December 2020 and shall be reviewed periodically for refinement.